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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 944845 3487A

AUTHORIZATION :

COST LIMIT : \$ 107.50

FILED
07 JUN 12 AM 10:42
TALAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : June 12, 2007

ORDER TIME : 11:44 AM

ORDER NO. : 944845-005

CUSTOMER NO: 3487A

ARTICLES OF MERGER

COUNTRY LAKES MHP COMMUNITIES,
L.P.

INTO

COUNTRY LAKES COMMUNITIES MHP,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris EXT. 2937

EXAMINER'S INITIALS: _____

FILED
07 JUN 12 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

B99000000115

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Country Lakes MHP Communities, L.P.	California	limited partnership
Country Lakes Communities MHP, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Country Lakes Communities MHP, LLC	Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>(see attached signature page)</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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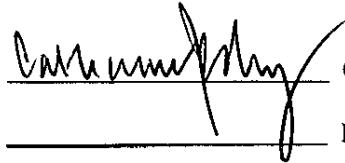
CERTIFICATE OF MERGER SIGNATURE PAGE

(Note: Please see instructions for required signatures)

Name of Entity Signature(s) Typed or Printed Name of Individual

Country Lakes MHP Communities, L.P.
a California Limited partnership

By: The Ben F. Ivy Trust U/A
dated 4/28/83, General Partner

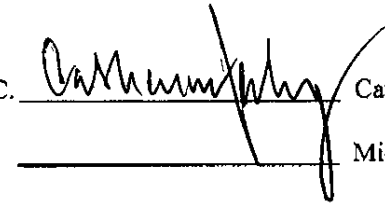


Catherine E. Ivy, Co-Trustee

Michael D. Allard, CoTrustee

Country Lakes Communities, MHP, LLC.
a Florida limited liability company

By: Olympic Management, LLC
a Nevada limited liability company,
its Manager



Catherine E. Ivy, Co-Trustee


Michael D. Allard, CoTrustee


By: The Ben F. Ivy Trust U/A
dated 4/28/83, its Manager

U:\webb\IVY\CO\NTRY LAKES\plan of merger(attach to cert of merger) (1-11-07)

CERTIFICATE OF MERGER SIGNATURE PAGE(Note: Please see instructions for required signatures)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
-----------------------	---------------------	--

Country Lakes MHP Communities, L.P. a California Limited partnership By: The Ben F. Ivy Trust U/A dated 4/28/83, General Partner		Catherine E. Ivy, Co-Trustee Michael D. Allard, CoTrustee
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Country Lakes Communities, MHP, LLC. a Florida limited liability company By: Olympic Management, LLC a Nevada limited liability company, its Manager By: The Ben F. Ivy Trust U/A dated 4/28/83, its Manager	 7768	Catherine E. Ivy, Co-Trustee Michael D. Allard, CoTrustee
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U:\webb\WV\COUNTRY LAKES\plan of merger(attach to cert of merger) (1-11-07)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s), 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section (s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact names and jurisdictions of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Country Lakes MHP Communities, L.P., ("Country Lakes LP")	a California limited partnership
Country Lakes Communities MHP, LLC, ("Country Lakes LLC")	a Florida limited liability company

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Country Lakes Communities MHP, LLC	a Florida limited liability company

THIRD: The terms and conditions of the merger are as follows:

See attached Exhibit "A"

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The Ben F. Ivy Trust w/a/d 4/28/83 and BCIF Investments, LLC, a Florida limited liability company, shall receive member interests in Country Lakes LLC in amounts equal to the partnership interests each held in Country Lakes LP prior to the merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other

securities of the surviving entity, in whole or in part, into cash or other property is as follows:

Not applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>Florida Document/Registration Number</u>
--	---

Not applicable.

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

The manager of Country Lakes Communities MHP, LLC, the surviving entity, is:

Olympic Management LLC, a Nevada limited liability company,
whose address is: c/o Ivy Financial Services, 575 High Street, #350,
Palo Alto, CA 94301.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

This plan of merger was duly authorized and approved by Country Lakes LP in accordance with California Corporations Code §15678.1 et. seq., and other applicable laws of the State of California.

EIGHTH: Other provisions, if any, relating to the merger:


1. **Binding Effect**. This plan of merger shall be binding upon and shall inure to the benefit of the parties hereto, their successors and assigns.
2. **Effective Date**. This merger shall be effective as of the date of the filing of the Articles of Merger with the Florida Department of State.


[signatures on following page]

"COUNTRY LAKES LP"

Country Lakes MHP Communities LP,
a California limited partnership


By: Ben F. Ivy Trust U/A dated 4/28/83,
as General Partner

By: 
Catherine E. Ivy, Co-Trustee

By: 
Michael D. Allard, Co-Trustee

BCIF Investments, LLC,
a Florida limited liability company

By: The Ben and Catherine Ivy Foundation,
a California public benefit corporation


By: 
Catherine E. Ivy, as President

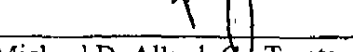
"COUNTRY LAKES LLC"

Country Lakes Communities MHP, LLC,
a Florida limited liability company

By: Olympic Management LLC, a Nevada
limited liability company, its Manager


By: Ben F. Ivy Trust U/A dated 4/28/83,
as Manager

By: 
Catherine E. Ivy, Co-Trustee

By: 
Michael D. Allard, Co-Trustee

BCIF Investments, LLC,
a Florida limited liability company

By: The Ben and Catherine Ivy Foundation,
a California public benefit corporation

By: 
Catherine E. Ivy, as President

"COUNTRY LAKES LP"

Country Lakes MHP Communities LP,
a California limited partnership

By: Ben F. Ivy Trust U/A dated 4/28/83,
as General Partner

By: _____
Catherine E. Ivy, Co-Trustee

By:  _____
Michael D. Allard, Co-Trustee

BCIF Investments, LLC,
a Florida limited liability company

By: The Ben and Catherine Ivy Foundation,
a California public benefit corporation

By: _____
Catherine E. Ivy, as President

"COUNTRY LAKES LLC"

Country Lakes Communities MHP, LLC,
a Florida limited liability company

By: Olympic Management LLC, a Nevada
limited liability company, its Manager

By: Ben F. Ivy Trust U/A dated 4/28/83,
as Manager

By: _____
Catherine E. Ivy, Co-Trustee

By:  _____
Michael D. Allard, Co-Trustee

BCIF Investments, LLC,
a Florida limited liability company

By: The Ben and Catherine Ivy Foundation,
a California public benefit corporation

By: _____
Catherine E. Ivy, as President

California
 STATE OF Santa Clara
 COUNTY OF _____

The foregoing instrument was acknowledged before me this 27th day of April, 2007, by Catherine E. Ivy, as Co-Trustee of Ben F. Ivy Trust U/A dated 4/28/83, as general partner of Country Lakes MHP Communities, L.P., a California limited partnership, and as Manager of Olympic Management LLC, a Nevada limited liability company, the Manager of Country Lakes Communities MHP, LLC, a Florida limited liability company,

____ who is personally known to me,
 ____ who has produced _____

as identification



Mary Julia Recendo
 NOTARY PUBLIC
 Print _____
 State of California at Large (Seal)
 My Commission Expires: _____

STATE OF _____
 COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2007, by Michael D. Allard, as Co-Trustee of Ben F. Ivy Trust U/A dated 4/28/83, as general partner of Country Lakes MHP Communities, L.P., a California limited partnership, and as Manager of Olympic Management LLC, a Nevada limited liability company, the Manager of Country Lakes Communities MHP, LLC, a Florida limited liability company,

____ who is personally known to me,
 ____ who has produced _____

as identification

(Notary seal)

 NOTARY PUBLIC
 Print _____
 State of _____ at Large (Seal)
 My Commission Expires: _____

STATE OF _____
 COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2007, by Catherine E. Ivy, as Co-Trustee of Ben F. Ivy Trust U/A dated 4/28/83, as general partner of Country Lakes MHP Communities, L.P., a California limited partnership, and as Manager of Olympic Management LLC, a Nevada limited liability company, the Manager of Country Lakes Communities MHP, LLC, a Florida limited liability company,

_____ who is personally known to me,
 _____ who has produced _____ as identification

(Notary seal)

NOTARY PUBLIC

Print _____

State of _____ at Large (Seal)

My Commission Expires: _____

STATE OF _____
 COUNTY OF _____

The foregoing instrument was acknowledged before me this 27 day of April, 2007, by Michael D. Allard, as Co-Trustee of Ben F. Ivy Trust U/A dated 4/28/83, as general partner of Country Lakes MHP Communities, L.P., a California limited partnership, and as Manager of Olympic Management LLC, a Nevada limited liability company, the Manager of Country Lakes Communities MHP, LLC, a Florida limited liability company,

_____ who is personally known to me,
 ✓ who has produced CA DRIVER LICENSE as identification

(Notary seal)



NOTARY PUBLIC

Print _____

State of Cal. at Large (Seal)

My Commission Expires: 11/16/08

STATE OF California
 COUNTY OF Santa Clara

The foregoing instrument was acknowledged before me this 27th day of April, 2007, by Catherine E. Ivy, as President of The Ben and Catherine Ivy Foundation, a California public benefit corporation,

X who is personally known to me,
 _____ who has produced _____

as identification

(Notary seal)



NOTARY PUBLIC

Print

Mary Recendez
 State of Calif. at Large (Seal)
 My Commission Expires:

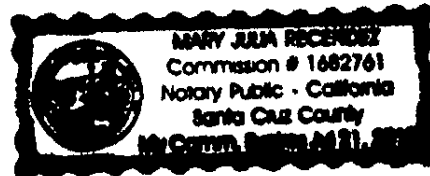


EXHIBIT "A"**Terms and Conditions of Merger:**

1. Surviving Entity. Country Lakes LP and Country Lakes LLC plan to merge into Country Lakes LLC which shall become the surviving entity. Upon conclusion of the merger, the name of the surviving entity shall be Country Lakes Communities MHP, LLC, a Florida limited liability company.
2. Effect of Merger. Country Lakes LP shall be merged into Country Lakes LLC by the transfer to Country Lakes LLC of all the assets of Country Lakes LP subject to all its liabilities and obligations, which liabilities and obligations Country Lakes LLC shall assume, in complete cancellation of all the partnership interests in Country Lakes LP.
3. Consent of the Partners and Members. The Ben F. Ivy Trust w/a/d April 28, 1983 ("Ivy Trust") and BCIF Investments, LLC, a Florida limited liability company ("BCIF"), are the sole partners of Country Lakes LP and Ivy Trust is the sole general partner of Country Lakes LP. The Ivy Trust and BCIF constitute all of the members of Country Lakes LLC. Olympic Management LLC, a Nevada limited liability company ("Olympic Management"), is the sole manager of Country Lakes, LLC. Ivy Trust and BCIF, as all of the partners of Country Lakes LP and as all of the members of Country Lakes LLC, hereby adopt and approve the foregoing plan of merger.
4. Officers and Directors. Olympic Management shall continue to serve as the sole manager of Country Lakes LLC, the surviving entity of the merger.
5. Conversion of Ownership Interests. Ownership interests in Country Lakes LP are held by the Ivy Trust and BCIF. Ivy Trust and BCIF shall receive member interests in Country Lakes LLC in amounts equal to the proportionate partnership interests held by the Ivy Trust and by BCIF, respectively, in Country Lakes LP prior to the merger.
6. Filing. Country Lakes LLC, as the surviving entity, shall deliver to the Florida Department of State, a Certificate of Merger for filing which shall comply with the provisions of Section 608.4382, Florida Statutes.